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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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STIPULATION AND AGREED ORDER ALLOWING PAYMENT OF CERTAIN FEES AND
EXPENSES OF HELLER EHRMAN LLP AS ORDINARY COURSE PROFESSIONAL

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and Heller Ehrman LLP ("Heller Ehrman") respectfully submit this Stipulation And Agreed Order Allowing Payment Of Certain Fees And Expenses To Heller Ehrman LLP As Ordinary Course Professional and agree and state as follows:

WHEREAS, on October 8, 2005 and October 14, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, pursuant to the Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business (Docket No. 0883) (the "Ordinary Course Professionals Order"), the Debtors are authorized to make monthly payments for compensation and reimbursement of fees and expenses to each of the ordinary course professionals in the manner customarily made by the Debtors in the full amount billed by any such ordinary course professional; provided, however, that fees paid to an ordinary course professional, excluding expenses and disbursements, shall not exceed either (a) \$50,000.00 per month per ordinary course professional or (b) \$500,000.00 in the aggregate per ordinary course professional over the course of these chapter 11 cases (together, the "Ordinary Course Professional Cap").

WHEREAS, on August 10, 2007, Heller Ehrman filed a Notice Of Filing Of Affidavit Of Legal Ordinary Course Of Timothy Burns (Docket No. 9013) pursuant to which Heller Ehrman agreed to continue to represent and advise the Debtors on insurance matters.

Specifically, Heller Ehrman agreed to (a) represent the Debtors in pending litigation against National Union Fire Insurance Company of Pittsburgh, PA, regarding the recovery of insurance proceeds pursuant to a director and officer liability policy; (b) provide the Debtors with general legal advice regarding director, officer, and fiduciary liability insurance; and (c) provide the Debtors with other general insurance legal advice.

WHEREAS, it now appears that for the months of July and August, 2007, Heller Ehrman exceeded the Ordinary Course Professional Cap because it incurred fees on the Debtors' behalf in the amounts of \$55,775.50 and \$123,381.50, respectively. From and including the month of September 2007 to the present, Heller Ehrman's fees are again less than the Ordinary Course Professional Cap and both Heller Ehrman and the Debtors expect Heller Ehrman's fees to remain below the Ordinary Course Professional Cap for the remainder of the chapter 11 cases.

WHEREAS, in light of the temporary nature of the fees of Heller Ehrman being in excess of the monthly Ordinary Course Professional Cap for the two month period during which Heller Ehrman assisted the Debtors with the proposed resolution of their multidistrict securities litigation and to avoid the additional and unnecessary expense of seeking court approval of Heller Ehrman's retention as a retained professional under section 327(e) of the Bankruptcy Code, the parties hereto have agreed to continue the retention of Heller Ehrman as an ordinary course professional in the chapter 11 cases and to continue to pay their fees as an Ordinary Course Professional under the Ordinary Course Professionals Order, including their fees and expenses for the months of July and August of 2007.

WHEREAS, the United States Trustee and the official committee of unsecured creditors have agreed with the terms and provisions of this stipulation and agreed order.

NOW THEREFORE, the Debtors and Heller Ehrman agree and stipulate that

Heller Ehrman shall continue to be paid its fees and expenses as an ordinary course professional in accordance with the Ordinary Course Professionals Order, including its fees and expenses for the months of July and August of 2007 notwithstanding that such fees and expenses exceed the Ordinary Course Professional Cap.

So Ordered in New York, New York, this 30th day of January, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ Kayalyn A. Marafioti

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